

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 22425-N
FILED
DEC 27 '04 2-37 PM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

December 27, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of November 22, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Number 22425.

The names and addresses of the parties to the enclosed document are:

Lessor:	GARC III 99-A Railcar Trust c/o Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890
Indenture Trustee:	US Bank National Association (successor to State Street Bank and Trust Company) 225 Franklin Street Boston, Massachusetts 02110

Mr. Vernon A. Williams
December 27, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

1 railcar: GATX 059086.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

22425-N
FILEDBILL OF SALE AND PARTIAL RELEASE

DEC 27 '04

2-37 PM

SURFACE TRANSPORTATION BOARD

GARC III 99-A Railcar Trust (the "Lessor") by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under that certain Trust Agreement (GARC III 99-A) dated as of September 1, 1999 between FNBC Leasing Corporation and Wilmington Trust Company, as Lessor under an Equipment Lease Agreement (GARC III 99-A) dated as of September 1, 1999 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor in and to the railcar designated as GATX 059086 (the "Unit") **"AS IS", "WHERE IS" AND WITH ALL FAULTS**, and without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

THE FOREGOING WARRANTY AGAINST LESSOR'S LIENS IS EXCLUSIVE AND IN LIEU OF ALL OTHER GUARANTEES, REPRESENTATIONS AND WARRANTIES OF ANY KIND WHATSOEVER, WHETHER WRITTEN, ORAL, EXPRESS OR IMPLIED, WITH RESPECT TO THE UNIT OR ANY PART THEREOF. THE UNIT IS SOLD TO THE LESSEE **"AS IS", "WHERE IS" AND WITH ALL FAULTS** AND THE LESSOR HAS NOT, AND SHALL NOT BE DEEMED, BY VIRTUE OF HAVING SOLD THE UNIT OR OTHERWISE, TO HAVE MADE, AND THE LESSOR HEREBY EXPRESSLY DISCLAIMS, ANY GUARANTEE, REPRESENTATION OR WARRANTY, WHETHER WRITTEN, ORAL, EXPRESS OR IMPLIED, AS TO THE CONDITION, DESIGN, VALUE, OPERATION, **MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE** OF THE UNIT OR ANY PART THEREOF, THE QUALITY OF THE MATERIAL OR WORKMANSHIP OF THE UNIT OR ANY PART THEREOF, THE CONFORMITY OF THE ITEM OR ANY PART THEREOF TO THE PROVISIONS AND SPECIFICATIONS OF ANY PURCHASE ORDER OR INVOICE RELATING THERETO OR ANY OTHER DESCRIPTION THEREOF, THE FREEDOM OF THE UNIT OR ANY PART THEREOF FROM ANY LATENT OR OTHER DEFECT (WHETHER OR NOT DISCOVERABLE), OR ANY OTHER GUARANTEE, REPRESENTATION OR WARRANTY WHATSOEVER, WHETHER WRITTEN, ORAL, EXPRESS OR IMPLIED, WITH RESPECT TO THE UNIT OR ANY PART THEREOF, IT BEING AGREED THAT ALL SUCH RISKS, AS BETWEEN THE LESSOR AND THE LESSEE, ARE TO BE BORNE BY THE LESSEE.

By its acceptance of this Bill of Sale and Partial Release, the Lessee confirms that it has inspected the Unit to its full satisfaction and accepts the Unit **"AS IS", "WHERE IS" AND WITH ALL FAULTS**.

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC III 99-A) dated as of September 1, 1999 (the "Indenture") between the Lessor and the Indenture

Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: November 22, 2004

GARC III 99-A Railcar Trust

By: Wilmington Trust Company,
not in its individual capacity,
but solely as Owner Trustee

By: 

Title: Anita Rosen
Chief Financial Officer

U.S. BANK NATIONAL ASSOCIATION,
as successor to State Street Bank and Trust
Company, as Indenture Trustee

By: _____

Title: _____

Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: November 22, 2004

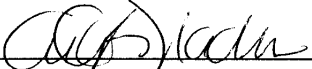
GARC III 99-A Railcar Trust

By: Wilmington Trust Company,
not in its individual capacity,
but solely as Owner Trustee

By: _____

Title: _____

U.S. BANK NATIONAL ASSOCIATION,
as successor to State Street Bank and Trust
Company, as Indenture Trustee

By:  _____

Title: VICE PRESIDENT

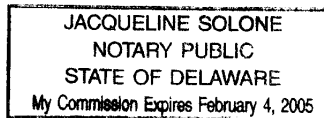
State of Delaware)
) SS:
County of New Castle)

On the 2 day of December 2004, before me personally appeared Anita Roselli to me known, who being by me duly sworn, say that he/she is a Financial Services Officer of GARC III 99-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jacqueline Solone
Notary Public

[Notarial Seal]

My commission expires:



State of Massachusetts)
) SS:
County of Suffolk)

On the ____ day of _____, 2004, before me personally appeared _____, to me known, who being by me duly sworn, says that he/she is a _____ of U.S. Bank National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2004, before me personally appeared _____ to me known, who being by me duly sworn, say that he/she is a _____ of GARC III 99-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

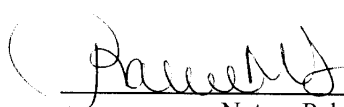
Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

On the 10th day of December, 2004, before me personally appeared _____ to me known, who being by me duly sworn, says that he/she is a _____ of U.S. Bank National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:

RACHEL M. SYLVIA
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES FEBRUARY 18, 2011